

PEOPLE INTERNATIONAL INC.

BY-LAWS

APRIL 1996

ARTICLE 1

Corporation Information

Sec.1 Name: This organization shall be known as People International, Inc. Henceforth within these by-laws, People International, Inc. will be referred to as the Corporation or PII.

Sec. 2 The Corporation shall always be registered within a state as a non-profit corporation and shall function as such throughout its existence.

Sec. 3 Registered Office: The Corporation shall always keep an active registered office within the state of its incorporation for legal purposes and fulfillment of the state's incorporation requirements.

ARTICLE II

Purpose

Sec. 1 The Corporation shall follow the purpose as set down within its states charter of incorporation. The Corporation is organized not-for-profit and the nature of its business or purpose to be conducted or promoted is: To present a lifestyle to all people firmly based upon the standards of HONESTY, UNSELFISHNESS, CONCERNED LOVE, and SELF DISCIPLINE. These standards will be communicated through the use of music, personal growth workshops or other tools as deemed necessary by the governing body. We will strive to bring out the greatest potential in others by attempting to live our lives guided by these standards.

Sec.2 To organize and promote the organization of various groups in local communities universally who are willing and desirous of joining with like organizations with similar goals and

objectives so that a consolidated effort might more readily bring our purpose into reality.

ARTICLE III

Membership

Sec. 1 Membership shall be on an individual basis within the Corporation with no group memberships available.

Sec.2 Members of the Corporation in any given year shall consist of those persons who subscribe to the corporation's purposes, are 12 years of age and older and meet the dues and other membership requirements.

- A.** Member privileges include:
 - 1.** One year subscription to the Corporation's newsletter.
 - 2.** The right to vote in the general elections and in all general corporate meetings.
- B.** Membership dues shall be established by the Corporation.

ARTICLE IV

Board of Directors

Sec. 1 The Board of Directors shall be the governing body of the Corporation and shall be ultimately responsible for the affairs and business of the Corporation, to occur with the wishes of the general membership.

Sec. 2 Organization:

- A.** Number: There shall be a minimum of three and a maximum of nine
- B.** Age: Any member of the Corporation who is no less than 21 years of age and in good

standing is eligible to serve upon the Board.

C. Term: Members of the Board shall serve a term of three years. Terms of office may be renewable with no limit to the number of terms served.

D. Vacancies: The National Coordinator shall fill vacancies occurring on the Board of Directors by appointing qualified persons. The appointments shall be subject to the approval of a majority of the active Board members.

E. Quorum: A quorum shall be defined as a number equaling a majority of Board members. A quorum shall be needed to conduct the business of the Board. If a quorum or more of the Board is present, a majority vote of all members present shall suffice to give effect to the action of the Board.

F. Officers: The Board shall annually select from within its membership a chairperson and a vice-chairperson. This shall be done at its first board meeting of the fiscal year.

Sec.3 Duties:

A. Meetings: The Board shall meet at least twice every year. The Board shall also meet at such times as may be deemed necessary by the Chairperson, National Coordinator, or a quorum of Board Members.

B. Review: The Board shall have the right to review at its discretion all policies and action undertaken by others within the corporation.

C. Action: After review the Board may take action by passing judgment on the matter involved. This action shall be binding upon the Corporation unless the Board reviews the matter again producing a different judgment or the action is overruled by a majority vote of all members of the Corporation. If a Board decision should be overruled, the Board must meet again and reach a decision agreeable to the majority of the Board of Directors, and the membership.

D. Initiating Policy: The Board shall have the privilege of initiating the Corporation's policies and actions. It may review those policies and actions initiated by the National Coordinator or his/her appointee.

E. The Board or its Chairperson may request any information, papers or records that it needs to enable it to be properly informed so that it may carry out its duties efficiently. Such materials shall be delivered to the Board within thirty (30) days of its request.

F. Elections: (See article VII, Sec. 3)

ARTICLE V

Officers- Duties and Qualifications

Sec. 1 There shall be a National Coordinator elected from within the Corporation's membership and (s)he shall be responsible to formulate and carry out the policies of the corporation. (S)he shall also appoint a Secretary-Treasurer for the corporation. They shall also be responsible for the daily administration of the organization.

Sec. 2 Organizations

A. Age: Any member of the Corporation who is no less than 21 years of age and in good standing is eligible to serve as the National Coordinator or Secretary-Treasurer.

B. The National Coordinator shall serve a term of two years to coincide with every other fiscal year. The National Coordinator may be re-elected. The Secretary-Treasurer shall serve a term to coincide with the National Coordinator's term.

C. If the position of National Coordinator should become vacant the Chairperson of the Board shall confer with the Board of Directors within two weeks of this occurrence, and appoint a person to fill the position until the next regular election.

Sec. 3 Duties of the National Coordinator:

A. The National Coordinator shall appoint the Secretary-Treasurer and Publications Director of the Corporation.

B. The National Coordinator shall call meetings of the Board of Directors as is needed. (S)he shall also call meetings of the Corporation at large.

C. The National Coordinator shall preside over all meetings of the Corporation.

D. The National Coordinator shall make executive decisions of the Corporation in consultation with the Chairperson of the Board of Directors when the Board is not in session.

E. With the approval of the Board, the National Coordinator shall appoint all committee Chairpersons. These appointments will coincide with his/her present term of office. The National Coordinator shall be an ex officio member of all committees.

F. Disputes of Procedure: The National Coordinator shall refer to the latest edition of

Robert's Rules of Order when there is a question of procedure in a meeting. Such reference shall serve as binding.

G. The National Coordinator shall appoint someone to carry out the recording duties of the Secretary-Treasurer when the Secretary-Treasurer is absent from a meeting.

Sec. 4 Duties of the Secretary-Treasurer.

A. The Secretary-Treasurer shall take the minutes of all meetings of the Corporation and also take minutes of other meetings as assigned by the National Coordinator.

B. (S)he shall always maintain a complete, current mailing and telephone list of all the Corporation's members. (S)he shall keep inactive lists to the best of his/her ability.

C. (S)he shall be responsible for all general correspondence of the Corporation except that requiring the immediate attention of another officer or committee member.

D. (S)he shall keep on file copies of all correspondence and materials pertaining to the Corporation.

E. Financial Duties of the Secretary-Treasurer:

1. (S)he shall be responsible for management of all financial accounts, payment of bills (with co-signed Corporation checks) and organized upkeep of all financial records.

2. (S)he shall prepare and submit financial reports at each Board and business meeting of the Corporation. (S)he shall give additional financial reports as requested by members of the Board, on three weeks notice.

3. (S)he shall collect debts owed to the Corporation.

4. (S)he shall be responsible for arranging the annual audits for both the Internal Revenue Service and the Secretary of State's offices required by those federal and state offices. A copy of each audit shall be filed with the Secretary-Treasurer and the Chairperson of the Board.

Sec. 5 Duties of the Publications Director: The Publications Director shall supervise all publications of the Corporation and all personnel who are responsible for publications of the Corporation. (S)he may keep a limited financial account for the Corporation's publications, under the National Coordinator's supervision.

Sec. 6 Duties of the Chairperson of the Board: The Chairperson of the Board shall assume the duties and responsibilities of the National Coordinator in his/her absence.

Sec. 7 Duties of the Vice-Chairperson of the Board: The Vice-Chairperson of the board shall assume the duties and responsibilities of the National Coordinator in the absence of the Chairperson of the Board.

ARTICLE VI

Committees

Sec. 1 Duration: The Board and or the National Coordinator shall create and dissolve such committees as needed by the Corporation for the execution of its business. Committees established by a membership majority must be dissolved by same.

Sec. 2 Chairpersons: The National Coordinator shall appoint all committee Chairpersons. These appointments shall last until the end of the Coordinator's term of office or until the committee is dissolved, if this should occur before the end of the Coordinator's current term.

Sec. 3 Rules: Committees shall be responsible for creating their own rules, subject to approval by the National Coordinator.

Sec. 4 Powers: The National Coordinator shall grant powers to all committees sufficient to carry out their duties. All committees shall operate within the By-Laws of the Corporation.

Sec. 5 Minutes: Minutes of all committee meetings shall be taken and sent to the Secretary-Treasurer within 30 days of the meeting. They shall be made available to the Chairperson of the Board and the National Coordinator.

ARTICLE VII

Elective Process

Sec. 1 Elective Officers: The National Coordinator shall be elected on a bi-annual basis.

Sec. 2 Nominations:

A. When: Nominations shall be received from the membership at large during the regular business meeting of the Corporation, coinciding with the election year.

B. Qualifications: Only those persons who are Members of the Corporation may nominate and be nominated. Members of the Corporation may also nominate themselves.

C. The Secretary-Treasurer of appointee shall open the session by reading the qualifications and duties of the office of National Coordinator. The Secretary-Treasurer shall then begin by asking for nominations for the office of National Coordinator.

Sec. 3 Elections: The Chairperson of the Board of Directors shall appoint an Elections Committee to handle voter registration and elections. No candidate for office may serve on the Elections Committee. The election process must be completed within 72 hours of the Regular Business Meeting, barring unforeseen impediments

A. Ballots: Numbered ballots shall be prepared by the Elections Committee. A verbal Yea/Nay vote may be taken if there is only one candidate for the office.

B. Reporting: results of the election shall be reported immediately by the Elections Committee to the Chairperson of the Board. Results shall be reported to all members of the Corporation in the next Corporation newsletter or by the most direct means.

C. Records: At the close of elections, all registration forms returned ballots and other election records shall be sent to the Chairperson of the Board of Directors.

Sec. 4 Recounts: Any candidate for National Coordinator may request a recount of the ballots within 24 hours of the announced tally, by writing a formal request to the Chairperson of the Board of Directors. The recount would then be made by the Board of Directors. Results would be given to the candidate for that office. Recounts shall be accomplished within two weeks of the request and published in the newsletter.

Sec. 5 Preservation of Papers: The Chairperson of the Board shall preserve all papers, documents and materials of the election for thirty days at which time (s)he shall turn them over to the Secretary-Treasurer of the Corporation for placement in the files for a duration of three years. At the end of this Thirty day period, the election shall be formally closed with no further recounts possible.

Sec. 6 Taking Office: The National Coordinator shall take office immediately following the election and shall serve a term of two years unless re-elected.

Sec. 7 Leaving Officer: Outgoing officers shall assist the transition of the new officers by delivering all materials pertaining to the Corporation's business to the officer-elect within thirty days after election.

ARTICLE VIII

Removal from Office

Sec. 1 The National Coordinator may be removed from office by petitioning the Board of Directors. Such petitions must be signed by 25% of the membership of the Corporation and must list the reasons for desiring removal. The Board must then reach a vote totaling the quorum or more in favor of removal in order for that officer to be removed. Any officer of the Corporation may also be removed from office by two-thirds majority of the Corporation membership.

Sec. 2 Board of Directors: Any member of the Board of Directors may be removed by action within the Board itself. Such removal of a member shall take a vote totaling the quorum of more of that body in order to be effective. Any member of the Board may also be removed from office by two-thirds majority vote of the Corporate membership. Their replacement shall be appointed by the National Coordinator with the approval of the Board of Directors.

Sec. 3 Appeals: All persons removed from an office have the right to appeal to the Board of Directors within a period of seven days. A vote of reinstatement equaling a quorum or more of that body must be obtained for the vote to be effective.

Sec. 4 Immediacy: Removal of a person from office is immediate. The person removed shall have seven days to deliver all materials relating to his/her position to the proper party.

ARTICLE IX

Amendments

Sec. 1 Amendments: These By-Laws may be amended by:

A. The National Coordinator may petition the Board of Directors for an amendment. A favorable vote from the Board of Directors totaling the quorum or more of that body shall be necessary for the amendment to become effective.

B. Membership-at-Large of the Corporation may petition the Board of Directors for an amendment. Such petition shall require signatures totaling no less than 25% of the membership of the Corporation. A favorable vote of two-thirds of the Corporate membership shall enact the amendment.

C. Any member can submit an amendment to the Board of Directors for consideration. If approved by the Board of Directors, the amendment would be presented to the members for vote at the next general business meeting and adopted by two-thirds vote of those in attendance.

Sec. 2 Amendments shall become effective thirty days after a favorable vote by amendment process, unless an earlier date is petitioned by the Board of Directors.